

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:
FRANCHISE GROUP, INC., *et al.*,¹
Debtors.

Chapter 11
Case No. 24-12480 (LSS)
(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Nelson Crespin, depose and say that I am employed by Kroll Restructuring Administration LLC ("**Kroll**"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On February 11, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the (1) Core/2002 Service List attached hereto as **Exhibit A**; and (2) Notice Parties Service List attached hereto as **Exhibit B**:

- Notice of Agenda for Hearing of Matters Scheduled for February 13, 2025 at 10:00 a.m. (ET) [Docket No. 956]

[Remainder of page intentionally left blank]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Dated: February 20, 2025

/s/ Nelson Crespin
Nelson Crespin

State of New York
County of New York

Subscribed and sworn (or affirmed) to me on February 20, 2025, by Nelson Crespin, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ OLEG BITMAN
Notary Public, State of New York
No. 01BI6339574
Qualified in New York County
Commission Expires April 4, 2028

Exhibit A

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Marty L. Brimmage, Jr. 2300 N. Field Street Suite 1800 Dallas TX 75201	214-969-4343	mbrimmage@akingump.com	Email and Fax
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Brad M. Kahn, Avi E. Luf One Bryant Park New York NY 10036	212-872-1002	mstamer@akingump.com bkahn@akingump.com aluft@akingump.com	Email and Fax
Counsel to Michael J. Wartell as the Independent Director and sole member of the Conflicts Committee of the Board of each of the Retaining Debtors	Ashby & Geddes, P.A.	Attn: Michael D. DeBaecke 500 Delaware Avenue, 8th Floor Wilmington DE 19801		mdebaecke@ashbygeddes.com	Email
Counsel for Dell Financial Services, L.L.C.	Austria Legal, LLC	Attn: Matthew P. Austria 1007 N. Orange Street, 4th Floor Wilmington DE 19801	302-291-1722	maustria@austriallc.com	Email and Fax
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801	302-252-4466	heilman@ballardspahr.com roglen@ballardspahr.com vesperm@ballardspahr.com	Email and Fax
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Kevin M. Newman Barclay Damon Tower 125 East Jefferson Street Syracuse NY 13202		knewman@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511		nferland@barclaydamon.com	Email
Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Scott L. Fleischer 1270 Avenue of the Americas Suite 501 New York NY 10020		sfleischer@barclaydamon.com	Email
Counsel to Drink LMNT, Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	302-300-3456	kevin.collins@btlaw.com	Email and Fax
Counsel to Elanco US Inc.	Barnes & Thornburg LLP	Attn: Kevin G. Collins, Mark R. Owens 222 Delaware Avenue, Suite 1200 Wilmington DE 19801	302-300-3456	kevin.collins@btlaw.com mark.owens@btlaw.com	Email and Fax
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Counsel to The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Elliot M. Smith 127 Public Square, Suite 4900 Cleveland OH 44114	216-363-4588	esmith@beneschlaw.com	Email and Fax
Counsel to Babson Macedonia Partners, LLC, TM2, LLC, The ChildSmiles Group, LLC a/k/a Abra Health	Benesch Friedlander Coplan & Aronoff LLP	Attn: Kevin M. Capuzzi, Juan E. Martinez, Jennifer R. Hoover 1313 North Market Street, Suite 1201 Wilmington DE 19801-6101	302-442-7012	kcapuzzi@beneschlaw.com jmartinez@beneschlaw.com jhoover@beneschlaw.com	Email and Fax
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass and Former Stockholders	Bernstein Litowitz Berger & Grossmann LLP	Attn: Benjamin Potts, Mae Oberste 500 Delaware Avenue Suite 901 Wilmington DE 19801		benjamin.potts@blglaw.com mae.oberste@blglaw.com	Email
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Counsel to Doctor's Best Inc	Blakeley LC	Attn: Scott Blakeley 530 Technology Drive Suite 100 Irvine CA 92618		SEB@BlakeleyLC.com	Email
Counsel for Wilmington Trust, National Association, as Prepetition First Lien Agent and DIP Agent	Blank Rome LLP	Attn: Michael B. Schaeidle, Stanley B. Tarr, Jordan L. Williams 1201 N. Market Street, Suite 800 Wilmington DE 19801		mike.schaeidle@blankrome.com stanley.tarr@blankrome.com jordan.williams@blankrome.com	Email
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass, and Former Stockholders	Block & Leviton, LLP	Attn: Kimberly A. Evans, Irene R. Lax 222 Delaware Ave Suite 1120 Wilmington DE 19801		kim@blockleviton.com irene@blockleviton.com	Email

Exhibit A
 Core/2002 Service List
 Served as set forth below

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Counsel to Brookfield Properties Retail Inc	Brookfield Properties Retail Inc	Attn: Shawn M. Christianson 425 Market Street, Suite 2900 San Francisco CA 94105-3493	312-442-6374	bk@bpretail.com	Email and Fax
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Counsel to Comenity Capital Bank, CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: J. Ellsworth Summers, Jr., Dana L. Robbins 50 North Laura Street, Suite 3000 Jacksonville FL 32202	904-212-0315	esummers@burr.com drobbins@burr.com	Email and Fax
Counsel for CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP, Sylvan Park Apartments, LLC	Burr & Forman LLP	Attn: James H. Haithcock, III 420 N. 20th Street, Suite 3400 Birmingham AL 35203	205-244-5674	jhaithcock@burr.com	Email and Fax
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Counsel to Krober Supply Chain US, Inc	Cowles & Thompson, P.C.	Attn: Brian L. Shaw 123 North Wacker Drive Suite 1800 Chicago IL 60606	214-672-2326	bsiegel@cowlesthompson.com	Email and Fax
Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Marla S. Benedek, Kaan Ekiner 1201 N. Market Street Suite 1001 Wilmington DE 19801	312-382-8910	bshaw@cozen.com	Email and Fax
Counsel to the Prophecy Settlement-related Liquidating Trust 2022-23	Cozen O'Connor	Attn: Christopher P. Simon 1105 North Market Street, Suite 901 Wilmington DE 19801	302-250-4498	kekiner@cozen.com	Email and Fax
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Core/2002 Service List
Served as set forth below

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Counsel to Kings Mountain Investments, Inc.	Dentons Sirote PC	Attn: Stephen B. Porterfield 2311 Highland Avenue South P.O. Box 55727 Birmingham AL 35255-5727	205-212-3862	stephen.porterfield@dentons.com	Email and Fax
Counsel to Ahuja Development LLC	Duane Morris LLP	Attn: Christopher M. Winter, James C. Carignan 1201 N. Market Street, Suite 501 Wilmington DE 19801	302-657-490	cmwinter@duanemorris.com jccarignan@duanemorris.com	Email and Fax
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Michael T. Gustafson 320 South Canal Street, Suite 3300 Chicago IL 60606	312-569-3000	mike.gustafson@faegredrinker.com	Email and Fax
Counsel to United Parcel Service, Inc. and its subsidiaries and affiliates	Faegre Drinker Biddle & Reath LLP	Attn: Patrick A. Jackson 222 Delaware Avenue, Suite 1410 Wilmington DE 19801	302-467-4201	patrick.jackson@faegredrinker.com	Email and Fax
Counsel to Ad Hoc Group of Freedom Lenders	Farnan LLP	Attn: Brian E. Farnan, Michael J. Farnan 919 North Market Street 12th Floor Wilmington DE 19801	302-777-0301	bfarnan@farnanlaw.com mfarnan@farnanlaw.com	Email and Fax
Counsel for WPG Legacy, LLC	Frost Brown Todd LLP	Attn: Erin P. Severini, Joy D. Kleisinger 3300 Great American Tower 301 East Fourth Street Cincinnati OH 45202	513-651-6981	eseverini@fbtlaw.com jkleisinger@fbtlaw.com	Email and Fax
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Counsel to Harris County, Harris County Flood Control District, Harris County Port of Houston Authority, Harris County Hospital District, and Harris County Department of Education (hereinafter "Harris County")	Harris County Attorney's Office	Attn: Susan Fuertes Property Tax Division P.O. Box 2848 Houston TX 77252			
Counsel to Alter Domus (US) LLC	Holland & Knight LLP	Attn: Philip W. Nelson 150 N. Riverside Plaza, Suite 2700 Chicago IL 60606	312-578-6666	phillip.nelson@hklaw.com	Email and Fax
Counsel to County to Imperial Treasurer-Tax Collector	Imperial Treasurer-Tax Collector	Attn: Flora Oropesa 940 West Main Street, Suite 106 El Centro CA 92243			Overnight Mail
IRS Insolvency Section	Internal Revenue Service	Attn: William J. Levant Centralized Insolvency Operation 1111 Constitution Ave., NW Washington DC 20224	855-235-6787		Overnight Mail and Fax
Counsel to 100 Brentwood Associates, L.P.	Kaplin Stewart Meloff Reiter & Stein, P.C.	Attn: Robert L. LeHane, Jennifer D. Raviele, Allison Selick 19422 Blue Bell PA 19422	610-684-2020	wlevant@kaplaw.com KDWBankruptcyDepartment@kelleydrye.com rlehane@kelleydrye.com jraviele@kelleydrye.com aselick@kelleydrye.com	Email and Fax
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Kelley Drye & Warren LLP	Attn: Michelle Leeson, Paralegal, Collections Specialist, CFCA 3 World Trade Center 175 Greenwich Street New York NY 10007	212-808-7897		Email and Fax
Counsel to Ken Burton, Jr., Manatee County Tax Collector	Ken Burton, Jr., Manatee County Tax Collector	Attn: 1001 3rd Ave W, Suite 240 Brandenton FL 34205-7863	941-708-4934	legal@taxcollector.com	Email and Fax
Counsel to Brian Gale, Mark Noble, Terry Philippas, and Lawrence Bass, and Former Stockholders	Kessler Topac Meltzer & Check LLP	Attn: J. Daniel Albert, Michael McCutcheon 280 King of Prussia Rd Radnor PA 19087		dalbert@ktmc.com mmcutcheon@ktmc.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Kirkland & Ellis LLP Kirkland & Ellis International LLP	Attn: Connor K. Casas 333 West Wolf Point Plaza Chicago IL 60654		connor.casas@kirkland.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Kirkland & Ellis LLP Kirkland & Ellis International LLP	Attn: Steven N. Serajeddini P.C. 601 Lexington Avenue New York NY 10022		steven.serajeddini@kirkland.com	Email

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Core/2002 Service List
Served as set forth below

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Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Domenic E. Pacitti 919 N. Market Street, Suite 1000 Wilmington DE 19801-3062 Attn: Morton R. Branzburg 1835 Market Street, Suite 1400 Philadelphia PA 19103		dpacitti@klehr.com	Email
Counsel to Blue Owl Real Estate Capital LLC, BCDC Portfolio Owner LLC, and BCHQ Owner LLC	Klehr Harrison Harvey Branzburg LLP	Attn: Herb Baer, Christine Porter, Jessica Berman 1 World Trade Center 31st Floor New York NY 10007		mbranzburg@klehr.com	Email
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Counsel to the ABL Secured Parties	Latham & Watkins LLP			James.Ktsanes@lw.com andrew.sorkin@lw.com	Overnight Mail and Email
Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curbline Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp., MJK Real Estate Holding Company, LLC	Law Office of Susan E. Kaufman	Attn: Susan E. Kaufman 919 N. Market Street, Suite 460 Wilmington DE 19801	302-792-7420	skaufman@skaufmanlaw.com	Email and Fax
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Counsel to Dallas County	Linebarger Goggan Blair & Sampson, LLP	Attn: John K. Turner 2777 N. Stemmons Freeway Suite 1000 Dallas TX 75207	469-221-5003	dallas.bankruptcy@lgs.com	Email and Fax
Counsel to Hopkins County, Kaufman County, Sulphur Springs ISD, Rockwall CAD, Tarrant County, Navarro County, Smith County, Ellis County, City of Sulphur Springs, Wise County, Tom Green CAD, Grayson County, Gregg County, Prosper ISD, Town of Prosper, City of Carrollton, Northwest ISD, City of Allen, City of Wylie, Lewisville ISD, Allen ISD, City of Frisco, Irving ISD, Parker CAD	Linebarger Goggan Blair & Sampson, LLP	Attn: John Kendrick Turner 3500 Maple Avenue Suite 800 Dallas TX 75219	469-221-5003	dallas.bankruptcy@lgs.com	Email and Fax
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Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC	McCarter & English, LLP	Attn: Lisa S. Bonsall Four Gateway Center 100 Mulberry Street Newark NJ 07102	973-624-7070	lbonsall@mccarter.com	Email and Fax
Counsel to Heritage Seymour I, LLC and Heritage Seymour II, LLC, Shelbyville Road Plaza, LLC, Lichtenfeld Development Trust, Lichtenfeld Properties LLC	McCarter & English, LLP	Attn: Shannon D. Humiston, Kate Roggio Buck, Malihah Zare Renaissance Centre 405 N. King Street, 8th Floor Wilmington DE 19801	302-984-6399	shumiston@mccarter.com kbuck@mccarter.com mzare@mccarter.com	Email and Fax

Exhibit A
Core/2002 Service List
Served as set forth below

DESCRIPTION	NAME	ADDRESS	FAX	EMAIL	METHOD OF SERVICE
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons 700 Jeffrey Way, Suite 100 Round Rock TX 78665	512-323-3205	jparsons@mabalaw.com	Email and Fax
Counsel to Tax Appraisal District of Bell County, Brazos County, Burnet Central Appraisal District, Bowie Central Appraisal District, Denton County, Guadalupe County, Hays County, Midland Central Appraisal District, City of Waco/Waco Independent School District/La Vega Independent School District, and Williamson County	McCreary, Veselka, Bragg, & Allen, P.C.	Attn: Julie Anne Parsons P.O. Box 1269 Round Rock TX 78680-1269	512-323-3205	jparsons@mabalaw.com	Email and Fax
Counsel to Parm Golf Center LLC	McKenna Storer	Attn: David A. Shapiro 33 N. LaSalle Street Suite 1400 Chicago IL 60602	312-558-8348	dshapiro@mckenna-law.com service@mckenna-law.com	Email and Fax
Counsel to Prince George's County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	Attn: Nicole C. Kenworthy 6801 Kenilworth Avenue, Suite 400 Riverdale MD 20737-1385		bdept@mrrlaw.net	Email
Counsel to New Westgate Mall LLC	Mirick, O'Connell, DeMallie & Lougee, LLP	Attn: Joseph H. Baldiga, Shannah L. Colbert 1800 West Park Dr., Suite 400 Westborough MA 01581	508-898-1502	jbalidga@mirickoconnell.com scolbert@mirickoconnell.com	Email and Fax
Counsel to Kimco Realty Corporation, 2205 Federal Investors, LLC	Monzack Mersky and Browder, P.A.	Attn: Rachel B. Mersky 1201 N. Orange Street, Suite 400 Wilmington DE 19801	302-656-2769	rmersky@monlaw.com	Email and Fax
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Exhibit A
Core/2002 Service List
Served as set forth below

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Exhibit A
Core/2002 Service List
Served as set forth below

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Exhibit A
 Core/2002 Service List
 Served as set forth below

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Exhibit B

Exhibit B
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